

**Form 207—General Information
(Certificate of Limited Partnership)**

The attached form is a standardized form designed to meet minimal statutory filing requirements pursuant to the relevant statutory provisions. This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.

Commentary: The Texas Revised Limited Partnership Act, Tex. Rev. Civ. Stat. Ann. Art. 6132a-1 governs the formation of a limited partnership in Texas. A limited partnership is defined by the Act as a “partnership formed by two or more persons under the laws of Texas and having one or more general partners and one or more limited partners.” “Person” includes a partnership, limited partnership, foreign limited partnership, trust, estate, corporation, person acting as a trustee or executor, or other entity. One person may not form a limited partnership by showing only himself or herself as both limited and general partner. The Act provides that in order to form a limited partnership, the partners must enter into a partnership agreement and file the certificate of limited partnership with the secretary of state.

- **Article 1—Limited Partnership Name:** Provide the partnership name and organizational ending. The organizational endings for a limited partnership are the words “Limited Partnership,” “Limited,” or the abbreviations “L.P.,” “LP,” or “Ltd,” which must appear at the end of the partnership name. The name of the limited partnership may not contain the name of a limited partner unless that name is also the name of a general partner, or the business of the partnership had been carried on under that name before the admission of that limited partner. The name of the limited partnership also must not contain a word or phrase indicating or implying that it is a corporation or that it is organized other than for a purpose stated in its partnership agreement. Further, the name of the limited partnership may not be the same as or deceptively similar to, or similar to the name of an existing corporation, limited partnership, or limited liability company. Administrative rules adopted for determining entity name availability may be viewed at www.sos.state.tx.us/tac/index.html (Title 1, Part 4, Chapter 79, Subchapter C). If you wish the secretary of state to provide a preliminary determination on “name availability,” you may call (512) 463-5555 or e-mail your name inquiry to corpinfo@sos.state.tx.us. **WARNING:** A final determination cannot be made until the document is received and processed by the secretary of state. Do not make financial expenditures or execute documents utilizing the name “pre-cleared.” Also note that the pre-clearance of a name or the filing of a certificate of limited partnership under a name does not authorize the use of a name in violation of another person’s rights to the name.

- **Article 2—Principal Office:** A domestic limited partnership is required to keep and maintain certain records (See, Section 1.07 of the Act) in its principal office in the United States or make them available in that office within five (5) days after the date of receipt of a written request of a partner of the partnership or of an assignee of a partnership interest.

- **Article 3—Registered Agent and Registered Office:** The registered agent can be either: (Option A) a Texas corporation or other entity, such as a limited liability company, limited partnership, or partnership organized under the laws of this state, or a foreign corporation or other foreign entity authorized to transact business in this state; or (Option B) an individual resident of the state. **The partnership cannot act as its own registered agent: do not enter the partnership name as the name of the registered agent.**

The registered office address must be an address that is generally open during normal business hours so that the registered agent may accept service of process. **A post office box is not sufficient as a**

registered office address unless the registered office is located in a town with a population of less than 5,000.

- **Article 4—General Partner Information:** A minimum of one general partner is required. A partner may be a natural person, or an organized entity, such as a corporation or limited liability, or other legal person. You must provide both the mailing address and street address of the business or residence of each general partner.
- **Supplemental Provisions:** Additional space has been provided for additional text to an article within this form or to provide for additional matter the general partners determine to include in the certificate.
- **Effective Date:** A certificate of limited partnership becomes effective as of the date of its filing by the secretary of state. However, pursuant to Section 2.12 of the Act, the effectiveness of a certificate of limited partnership may be delayed as of a date not more than ninety (90) days from the date of its filing with the secretary of state. Please note that upon the filing of a document with a delayed effective date, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective. In addition, at the time of such filing, the status of the entity will be shown as active on the records of the secretary of state.
- **Execution:** Each general partner must sign the certificate of limited partnership. If a general partner is a corporation, an officer must sign on behalf of the corporation. Prior to signing, please read the statements on the form carefully. Pursuant to Section 2.08 of the Act, a general partner may be liable for damages arising from the filing of a certificate of limited partnership, or a certificate of amendment, merger, or cancellation that contains a materially false statement, fails to state a material fact that is required to be included in the certificate, or that is forged or signed by a person not authorized by the limited partnership to execute the certificate.

Payment and Delivery Instructions: Mail the completed form, together with the filing fee of \$750 to the address shown in the heading of the form. Personal checks and MasterCard, Visa, and Discover are accepted in payment of the filing fee. Checks or money orders must be payable through a U.S. bank or other financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.1% of the total fees.

The delivery address is James Earl Rudder Office Building, 1019 Brazos, Austin, Texas, 78701. Upon filing the document, the secretary of state will return the appropriate evidence of filing and a file stamped copy of the document, if a duplicate copy was provided for such purpose, to the submitter. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709. If you transmit your document by fax, then you must provide your credit card information with the transmission (**Form 807**).

FOR YOUR INFORMATION: Periodic Reports: Sections 13.05 through 13.09 of the TRLPA authorize the secretary of state to require domestic and foreign limited partnerships to file a report no more than once every four (4) years. The report includes information on the partnership's registered agent and office, principal office, and names and addresses of the general partners. A notice that a report is due will be sent by the secretary of state to the partnership and will be addressed to the registered agent at the registered office. Failure to file the periodic report within the time specified by the secretary of state will result in the cancellation of the certificate of registration. Consequently, it is very important that the limited partnership maintain current registered agent and registered office information with the secretary of state.

Form 207
(revised 9/03)

Return in Duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$750



**Certificate of
Limited Partnership
Pursuant to
Article 6132a-1**

This space reserved for office use.

1. Name of Limited Partnership

The name of the limited partnership is as set forth below:

The name must contain the words "Limited Partnership," or "Limited," or the abbreviation "L.P.," "LP," or "Ltd." as the last words or letters of its name. The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

2. Principal Office

The address of the principal office in the United States where records of the partnership are to be kept or made available is set forth below:

Street Address

City	State	Zip Code	Country
			USA

3. Registered Agent and Registered Office (Select and complete either A or B, then complete C.)

☐ A. The initial registered agent is an organization (cannot be partnership named above) by the name of:

OR

☐ B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name	M.I.	Last Name	Suffix

C. The business address of the registered agent and the registered office address is:

Street Address	City	State	Zip Code
		TX	

4. General Partner Information

The name, mailing address, and the street address of the business or residence of each general partner is as follows:

General Partner 1

Legal Entity: The general partner is a legal entity named:

Individual: The general partner is an individual whose name is set forth below:			
First Name	M.I.	Last Name	Suffix
MAILING ADDRESS OF GENERAL PARTNER 1			
Mailing Address	City	State	Zip Code
STREET ADDRESS OF GENERAL PARTNER 1			
Street Address	City	State	Zip Code
General Partner 2			
Legal Entity: The general partner is a legal entity named:			
Individual: The general partner is an individual whose name is set forth below:			
Partner 2--First Name	M.I.	Last Name	Suffix
MAILING ADDRESS OF GENERAL PARTNER 2			
Mailing Address	City	State	Zip Code
STREET ADDRESS OF GENERAL PARTNER 2			
Street Address	City	State	Zip Code

5 – Supplemental Information
Text Area: [The attached addendum, if any, is incorporated herein by reference.]

Effective Date of Filing
<input type="checkbox"/> A. This document will become effective when the document is filed by the secretary of state.
OR
<input type="checkbox"/> B. This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is

Execution	
The undersigned sign this document subject to the penalties imposed by law for the submission of a false or fraudulent document.	
Name of General Partner 1	Name of General Partner 2
Signature of General Partner 1	Signature of General Partner 2